

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>No. 17 BK 3283-LTS</div> <div>(Jointly Administered)</div> <div>Re: ECF No. 14995</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>PUERTO RICO ELECTRIC POWER AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>No. 17 BK 4780-LTS</div> <div>Re: ECF No. 2281</div>

**URGENT CONSENSUAL MOTION FOR SEVENTEENTH EXTENSION OF
DEADLINES REGARDING MOTION OF WHITEFISH ENERGY HOLDINGS, LLC
FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To The Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), for itself and as representative of the Puerto Rico Electric Power Authority (“PREPA” or the “Debtor”) in this Title III case pursuant to section 315(b) of the *Puerto Rico Oversight, Management and Economic Stability Act* (“PROMESA”),² respectfully submits this urgent motion for an order extending the briefing schedule related to the *Motion of Whitefish Energy Holdings, LLC for Allowance of Administrative Expense Claim* [ECF No. 14995 in Case No. 17-3283 and ECF No. 2281 in Case No. 17-4780] (the “Motion”) and established by the *Order Granting Urgent Consensual Motion for Sixteenth Extension of Deadlines Regarding Motion of Whitefish Energy Holdings, LLC for Allowance of Administrative Expense Claim* [ECF No. 20068 in Case No. 17-3283 and ECF No. 2707 in Case No. 17-4780] (the “Scheduling Order”), and represents as follows:

REQUEST FOR RELIEF

1. On October 30, 2020, Whitefish Energy Holdings, LLC (the “Movant”), filed the Motion, seeking payment of certain asserted administrative expenses, as described further in the Motion.

2. On November 2, 2020, the court entered an initial schedule on the Motion, which was later modified including most recently by the Scheduling Order, dated February 8, 2022, which established a deadline of March 8, 2022 at 5:00 p.m. (AST) for the filing of any opposition papers (the “Objection Deadline”) and a deadline of March 15, 2022 at 5:00 p.m. (AST) for the filing of the Movant’s reply papers (the “Reply Deadline”), with the Motion to be taken under submission without a hearing.

² PROMESA is codified at 48 U.S.C §§ 2101-2241.

3. Since the entry of the most recent Scheduling Order, the Parties have entered into a settlement agreement to resolve the Motion consensually, subject to Court approval. On March 1, 2022, the Debtor filed the *Motion of Puerto Rico Electric Power Authority Pursuant to Bankruptcy Code Section 503(b), PROMESA Section 315(a)(3), and Bankruptcy Rule 9019 for Order Approving Settlement Agreement with Whitefish Energy Holdings, LLC and Granting Related Relief* [ECF No. 20242 in Case No. 17-3283 and ECF No. 2740 in Case No. 17-4780] (the “Settlement Motion”). A copy of the settlement agreement is attached to the Settlement Motion as **Exhibit B**. The deadline to file objections to the Settlement Motion is March 8, 2022, and a hearing, to the extent necessary, is scheduled for March 23, 2022. In the event the Settlement Motion is granted, the Motion will be resolved in its entirety. Accordingly, with the Movant’s consent, the Debtor respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), allowing a short term extension of the Objection Deadline and Reply Deadline to **April 8, 2022 at 5:00 p.m. (prevailing Atlantic Time)**, and **April 15, 2022 at 5:00 p.m. (prevailing Atlantic Time)**, respectively.

4. The Debtor has discussed this request with counsel for the Movant, who has consented to the relief requested herein.

5. Pursuant to Paragraph 1.H of the *Sixteenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 20190-1] (the “Case Management Procedures”), the Debtor hereby certifies that it has carefully examined the matter and concluded that there is a true need for an urgent motion; it has not created the urgency through any lack of due diligence; has made a bona fide effort to resolve the matter; has made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court, and no party opposes the relief requested herein.

NOTICE

6. The Debtor has provided notice of this motion in accordance with the Case Management Procedures to the following parties: (a) the Office of the United States Trustee for the District of Puerto Rico; (b) the indenture trustees and/or agents, as applicable, for PREPA's bonds; (c) the administrative agent(s) for lenders under that certain Credit Agreement, dated as of May 4, 2012, among PREPA, Scotiabank de Puerto Rico, and the lenders party thereto, as amended, and that certain Trade Finance Facility Agreement, dated as July 20, 2012; (d) the statutory unsecured claimholders' committee appointed in this Title III Case; (e) the Office of the United States Attorney for the District of Puerto Rico; (f) counsel to AAFAF; (g) the Puerto Rico Department of Justice; (h) all parties filing a notice of appearance in this Title III case; and (i) the Movant. A copy of the motion is also available on the Debtor's case website at <https://cases.primeclerk.com/puertorico/>.

7. The Debtor submits that, in light of the nature of the relief requested herein, no other or further notice need be given.

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WHEREFORE the Debtor requests the Court enter the Proposed Order and grant such other relief as is deemed just and proper.

Dated: March 8, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ Paul V. Possinger
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Paul V. Possinger
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*Co-Attorney for the Financial Oversight and
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CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/ Hermann D. Bauer
Hermann D. Bauer

EXHIBIT A

Proposed Order

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></p> <p>Debtors.¹</p>	<p>PROMESA Title III</p> <p>No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p> <p>Re: ECF No. 14995</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>PUERTO RICO ELECTRIC POWER AUTHORITY,</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>No. 17 BK 4780-LTS</p> <p>Re: ECF No. 2281</p>

**[PROPOSED] ORDER GRANTING URGENT CONSENSUAL MOTION
FOR SEVENTEENTH EXTENSION OF DEADLINES REGARDING
MOTION OF WHITEFISH ENERGY HOLDINGS, LLC FOR
ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the *Urgent Consensual Motion for Seventeenth Extension of Deadlines Regarding Motion of Whitefish Energy Holdings, LLC for Allowance of Administrative Expense Claim* (Docket Entry No. ____ in Case No. 17-3283 and Docket Entry No. ____ in Case No. 17-4780, the “Urgent Motion”);² and the Court having found it has subject-matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the Debtor provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein:

1. The Urgent Motion is **GRANTED** as set forth herein.
2. The Scheduling Order shall be modified as provided herein.
3. The following briefing schedule is set for filing responsive pleadings to the

Motion:

- The deadline for parties to file an opposition to the Motion shall be **April 8, 2022 at 5:00 p.m. (AST)**.
 - The deadline for the Movant to file a reply to all oppositions and responses shall be **April 15, 2022 at 5:00 p.m. (AST)**.
4. The Court will thereafter take the Motion on submission.
 5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2022

SO ORDERED:

HONORABLE LAURA TAYLOR SWAIN
United States District Judge

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.